

IN THE CIRCUIT COURT OF THE TWENTIETH JUDICIAL CIRCUIT IN AND FOR
LEE COUNTY, FLORIDA CIVIL ACTION

SAVE OUR CREEKS, INC., a Florida)	
Not-For-Profit corporation,)	
Plaintiff)	
v.)	CASE NO. 18-CA-005240
HAPPEHATCHEE CENTER, INC.,)	
a Florida Not-For-Profit corporation,)	
Defendant,)	

**ANSWER, AFFIRMATIVE DEFENSES AND COUNTERCLAIM
OF DEFENDANT,
HAPPEHATCHEE CENTER, INC.**

Defendant, Happehatchee Center, Inc. (“Happehatchee Center”), answers the complaint of Plaintiff, Save Our Creeks, Inc., as follows:

1. The allegations of Paragraph 1 are admitted for jurisdictional purposes only, but Happehatchee Center denies that Plaintiff is entitled to the relief it seeks.
2. Happehatchee Center is without knowledge of the allegations of Paragraph 2.
3. The allegations of Paragraph 3 are admitted.
4. In response to the allegations of Paragraph 4, Happehatchee Center states that its Bylaws speak for themselves. Except as expressly admitted herein, the allegations of Paragraph 4 are denied.
5. The allegations of Paragraph 5 are admitted.

6. The allegations of Paragraph 6 are admitted. The property referenced in this paragraph will be referred to in this pleading as the “Subject Property.”
7. In response to the allegations of Paragraph 7, Happehatchee Center admits that Ellen Peterson was the primary creator of the Happehatchee Center which, from its inception, has operated on the Subject Property.
8. The allegations of Paragraph 8 are admitted. However, after Ellen Peterson’s death, Save Our Creeks has had very little activity, reporting income and donations of less than \$935.00 from June 30, 2015 to June 30, 2018, on a fundraising budget of \$0.00, with program service expenses of \$558.06 in that period.
9. The allegations of Paragraph 9 are admitted.
10. The allegations of Paragraph 10 are admitted as Ellen Peterson did sign the amendment, although Happehatchee Center does not admit the amendment was drafted as Ellen Peterson had fully intended, her intent having been expressed in Happehatchee Centers Articles of Incorporation and its Bylaws, while she was competent.
11. The allegations of Paragraph 11 are admitted.

12. In response to the allegations of Paragraph 12, Happehatchee Center admits that the deed contains the same clause added to Ms. Peterson's Trust. Otherwise, the allegations are denied.
13. The allegations of Paragraph 13 are denied.
14. The allegations of Paragraph 14 are denied. Happehatchee Center also denies Plaintiff has any credible "information or belief" that Happehatchee Center has not, or is not currently using the Subject Property for the purposes set forth in its Bylaws, and the allegations in this paragraph conflict with paragraph 9 of the Complaint. Happehatchee Center admits that it had discussions with the Conservancy of Southwest Florida (the "Conservancy") regarding a conveyance of the Subject Property to insure its future preservation and public use in 2017. Except as expressly admitted herein, the allegations of Paragraph 14 are denied.
15. The allegations of Paragraph 15 are denied.
16. Happehatchee Center admits that the condition in the deed, to the extent that it is valid and legally binding on Happehatchee Center, which is not admitted, is in the nature of a use restriction.
17. The allegations of Paragraph 17 are denied.

18. The allegations of Paragraph 18 are denied.
19. The allegations of Paragraph 19 are admitted for jurisdiction purposes only, but Happehatchee Center denies that Plaintiff is entitled to the relief it seeks.

Affirmative Defenses

20. As and for its Affirmative Defense, Happehatchee Center asserts that if the Deed Restriction restricts Happehatchee right to convey the Subject Property other than for market value, and with the proceeds paid to Save Our Creeks, it is void as an unlimited, absolute and unreasonable restraint on alienation and should be stricken from the Deed.
21. As and for its second affirmative defense, should this Court grant the relief requested by Plaintiff, Happehatchee Center has made valuable improvements to the Subject Property as more particularly alleged in its counterclaim, and betterment compensation is therefore demanded.

WHEREFORE, Defendant, Happehatchee Center, Inc., having answered the complaint of Plaintiff, requests this court deny the relief requested as legally and factually unfounded, and issue declaratory relief in accordance with Defendant's counterclaim set forth below.

**COUNTERCLAIM OF DEFENDANT,
HAPPEHATCHEE CENTER, INC.**

Defendant/Counter-Plaintiff, Happehatchee Center, Inc. (“Happehatchee Center”), sues Plaintiff/Counter-Defendant, Save Our Creeks, Inc. (“Save Our Creeks”), and alleges:

1. This is an action for declaratory judgment to determine the proper construction of a restriction in a deed to real property located in Lee County, Florida.
2. Happehatchee Center is a Florida not-for-profit corporation operating in Lee County, Florida on the property which is the subject of this action (the “Subject Property”).
3. Save Our Creeks is a Florida not-for-profit corporation with its principal place of business in Lee County, Florida.
4. Happehatchee Center owns a five (5) acre parcel of property along the Estero River in Lee County, Florida, described as follows:

Begin at a point 165 feet East of the Southwest (SW) corner of the Northeast (NE) quarter of the Northeast (NE) quarter of Section 33, Township 46 South, Range 25 East, Lee County, Florida, thence East 165 feet, thence North 1,320 feet, thence West 165 feet, thence South 1,320 feet to the Point of Beginning.

Property Address: 8791 Corkscrew Road, Estero FL
33928 (the "Subject Property")

5. On December 22, 2011, Happehatchee Center received title to the Subject Property via a quitclaim deed from Brenda J. Anderson, as Successor Trustee of the Ellen W. Peterson Revocable Trust Agreement dated February 3, 2009 (the "Deed"). A copy of the Deed is attached hereto as **Exhibit A**.
6. Ellen W. Peterson ("Ellen Peterson") died on October 14, 2011. Ellen Peterson had resided on the Subject Property, which she purchased as her home in the early 1970's. She allowed numerous small groups to have activities and hold events on the Subject Property, including the Girl Scouts. She also performed marriages and held other seminars, ceremonies and other meetings on the Subject Property, which is widely known in Lee County for its unique features and natural beauty.
7. In December of 2006, together with long-time friends and like-minded individuals, Ellen Peterson formed Happehatchee Center to formalize and further the activities on the Subject Property, and to insure its preservation.
8. Ellen Peterson was a primary drafter of the Articles of Incorporation and the Bylaws of Happehatchee Center. In Article III, Section 1 of the Bylaws of Happehatchee Center, Inc., the general purposes of the organization were described as follows:

Happehatchee Center, Inc. is organized exclusively for charitable, religious, literary, educational and scientific purposes, including for such purpose the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future United States Internal Revenue law or to organizations that contributions to which are deductible under section 170(c) of the Internal Revenue Code of 1986 or corresponding section of any future United States Internal Revenue law.

To exercise all of the powers enumerated in chapter 617, Florida statutes, as the same now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein enumerated which are not in derogation of the laws of the State of Florida or the United States of America; provided, however, that the Corporation, in exercising any one or more powers, shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code of the United States or any amendments or additions thereto.

The Corporation will not as a substantial part of its activities attempt to influence legislation and will not participate in or, intervene in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3) or by any organization, contributions to which are deductible under section 170(c)(2) or corresponding section of any future Federal Tax Code.

A copy of the By-Laws of Happehatchee Center, Inc. are attached hereto as

Exhibit B.

9. In Article III, Section 2 of the Bylaws of Happehatchee Center, Inc., the specific purposes of the organization were described as follows:

[T]he main focus of the Corporation will be to establish and operate an educational and environmental conference center at its principal office for achieving its charitable aims. These will include sponsoring or hosting activities such as, but not limited to the following:

- a) Meditation and healing groups
- b) Instructional groups (e.g., healing methods such as Reiki)
- c) Workshops and seminars (e.g., Native American sweat lodges, Gather the Women Groups, Magnificence of Circle Learning Groups through Circle Connections)
- d) Research (e.g., on environmental sustainability and healing methods)
- e) Leadership training (e.g., for educational institutions such as Florida International University and for professional audiences such as mental health professions)
- f) Educational and psychological counseling and training
- g) Activities for children (e.g., Montessori activities focused on nature, teaching awareness, sensitivity and knowledge)
- h) Other activities congruent with its purpose.

In addition, Happehatchee Center, Inc. plans cooperative involvements with organizations such as the Coalition of Immokalee Workers and other similar social justice activities.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. (emphasis added)

10. In 2006, when the Happehatchee Center's Bylaws were drafted, Happehatchee Center did not own the Subject Property. The Subject Property

was still owned by Ellen Peterson's Revocable Trust. However, the Articles of Organization nevertheless stated:

Upon the dissolution of the organization, the Board of Directors after paying or making provision for the payment of all liabilities of the corporation, shall dispose of all its assets to one or more organizations then an exempt organization within the meaning of Section 501(C)(3) with the same purposes and intent to preserve the land located at 8791 Corkscrew Road. If this is not practicable the land shall be distributed to Lee County 2020 program or some like entity or for a public purpose to be determined by a Court of Competent Jurisdiction of Lee County.

A copy of the Articles of Organization is attached hereto to as **Exhibit C**.

11. After its formation, Happehatchee Center operated on the Subject Property, while Ellen Peterson also continued to reside on it.
12. Ellen Peterson signed an Amendment to her Trust Agreement that is dated September 30, 2011, less two weeks prior to her death. That revision included the following:

Fourth: To the Happehatchee Center, Inc., the land at 8791 Corkscrew Rd., Estero, FL, as long as the land and buildings are used for the purposes stated in the By-laws. If the land and buildings are not used for the purpose stated in the By-laws, then the property shall be sold and the proceeds given to Save Our Creeks, Inc. Kevin Mouchou and Mitchell Jacobs may reside on the property as long as it is used or owned by Happehatchee Center, Inc. as stated above."

A copy of the Amendment to the Revocable Trust Agreement is attached hereto as **Exhibit D**.

13. The Deed to the Happehatchee Center executed by the Successor Trustee of Ellen Peterson's Trust contains an asterisk after its name as grantee, referring

to a provision in the deed that contains essentially the same restrictive language as the Amendment to Ellen Peterson's Trust Agreement:

*As long as the land and buildings are used for the purposes stated in the By-laws. If the land and buildings are not used for the purpose stated in the By-laws, then the property shall be sold and proceeds given to Save Our Creeks, Inc. Kevin Mouchou and Mitchell Jacobs may reside on the property as long as it is used or owned by Happehatchee Center, Inc. as stated above.

(the "Restriction")

14. Questions have been raised regarding Ellen Peterson's testamentary capacity at the time she executed the revision to her revocable trust which led to the Restriction in the Deed to the Happehatchee Center. Conveying the Subject Property to the Happehatchee Center was Ellen Peterson's obvious intent since 2006 when she formed Happehatchee Center, Inc., and she charged the corporation in its articles of incorporation with the duty to fulfill the "purposes and intent to preserve the land located at 8791 Corkscrew Road." (the Subject Property), if it was ever dissolved. The amendment to the Trust, drafted for Ellen Peterson to sign less than two weeks before her death, when she was incapacitated, suffering with a brain tumor, did not follow her intent to "preserve the land." The third sentence of the Restriction above caused controversy after her death that resulted in a settlement, with Kevin Mouchou and Mitchell Jacobs accepting a cash settlement from Happehatchee Center in lieu of the rights set forth in the Deed, which have been cleared of record. The sale provision, with no reference to preservation of the property, is antithetical to Ellen Peterson's life work and her stated intentions for the future of the Subject Property.
15. Since receiving the Deed to the Subject Property, the Happehatchee Center has operated various programs on the Subject Property consistent with its

Bylaws and has spent more than \$300,000.00 toward capital improvements on the Subject Property, in addition to addressing deferred and ongoing maintenance, having engaged in significant fundraising, and having also received a grant from the Lee County Historical Preservation Board. The major capital improvements include installation of a non-combustible metal roof on the gazebo open air space to comply with building code requirements, numerous upgrades to the historic former Girl Scout headquarters (a World War II-era barracks building relocated from the former Buckingham Army Airfield) for present code compliance, and a boardwalk and dock along the Estero River, which serves as a stopping point on Lee County's Great Calusa Blueway paddling trail. These improvements have enabled and enhanced the continuing use of the Subject Property as a public resource and place for education and outreach.

16. Due to the financial and manpower demands of operating and maintaining the Subject Property, Hapnehatchee Center's Board of Directors have explored conveying the property to a like-minded organization with sufficient funds to continue to protect, preserve and provide for public use of the Subject Property, consistent with Hapnehatchee Center's Bylaws.
17. In early 2018, in furtherance of this plan, Hapnehatchee Center's Board members entered into discussions with the Conservancy of Southwest Florida, Inc. (the "Conservancy"), regarding conveying the Subject Property to the Conservancy for its continued preservation and public use, consistent with the Hapnehatchee Center's Bylaws. The Restriction, however, was a concern to the Conservancy due to its planned investment in maintenance and improvements to the Subject Property. Therefore, discussions were had

between the Conservancy and the Directors of Save Our Creeks in an effort to reach an agreement to remove the Restriction.

18. However, on May 17, 2018, the attorney for Save Our Creeks wrote a letter to the Conservancy's attorney, copied to the President of Happehatchee Center, Inc. In that letter, Save Our Creeks rejected a proposed cancellation of the restriction for a payment of Ten Thousand Dollars (\$10,000.00). The letter further stated:

Once Happehatchee discontinued said use, the property was to be sold and the proceeds paid to Save Our Creeks, Inc. Therefore, *Happehatchee Center, Inc. is precluded from transferring any interest in the property to your client Conservancy of Southwest Florida. Any such transfer would trigger that provision of the deed requiring a sale of the property and payment of the proceeds to my client.* (emphasis added)

A copy of the May 17, 2018 letter is attached hereto as **Exhibit E**.

19. Happehatchee Center has never discontinued use of the Subject Property and continues its programs on the Subject Property to this day. Nonetheless, Save Our Creeks has taken the position that Happehatchee Center is precluded by the Restriction from conveying the Subject Property to any grantee, with or without monetary consideration, even if that grantee uses the Subject Property for the purposes stated in Happehatchee Center's Bylaws. Instead, as stated in its Complaint, Save Our Creek claims the property can only be "sold for fair market value" with the proceeds, including those from its fundraising and improvements and ongoing care paid over to Save Our Creeks.
20. Happehatchee Center asserts that the Deed restriction refers to the *use* of the Subject Property, and not the *owner* of the Subject Property, and therefore a

conveyance is permitted as long as the Subject Property is utilized for purposes consistent with Happehatchee Center's Bylaws. Otherwise, the Restriction is an unlimited, absolute and unreasonable restraint on alienation, and is void under Florida law.

21. Happehatchee Center's rights and status under its Deed to the Subject Property have been placed in doubt by Save Our Creeks' assertions regarding its inability to legally convey the Subject Property, without triggering its sale at market value under the Restriction with the proceeds paid over to Save Our Creeks.
22. In light of Save Our Creeks' asserted position, Happehatchee Center has been precluded from conveying the Subject Property to the Conservancy, or any other person or entity for its preservation and public use and, thus, there is a present, bona fide and practical need to settle and afford relief to Happehatchee Center from uncertainty with respect to its rights and status under its Deed.

WHEREFORE, Counter-Plaintiff, Happehatchee Center, Inc., demands judgment declaring:

- a) That the Restriction in Happehatchee Center's Deed to the Subject Property is not a restriction that prohibits it from conveying the Subject Property. Instead, the Restriction is on the use of the Subject Property, and continued use of the Subject Property consistent with the Happehatchee Center's Bylaws by any grantee in the future will not violate the Restriction and trigger the executory limitation clause; or

- b) That the Restriction constitutes an unlimited, absolute and unreasonable restraint on alienation, and it is void; and should be deemed stricken from the deed; and
- c) Awarding the Counter-Plaintiff its costs, and awarding such other equitable relief as is appropriate in this case.

KNOTT EBELINI HART
Attorneys for Defendant/Counter-Plaintiff
1625 Hendry Street, Suite 301
Fort Myers, FL 33901
(239) 334-2722
Primary E-Mail Address: mebelini@knott-law.com

By: /s Mark A. Ebelini

Mark A. Ebelini
Florida Bar No. 0600210

CERTIFICATE OF SERVICE

I hereby certify that I electronically filed the foregoing with the Clerk of Court using the E-Filing Portal System, and a copy of the foregoing has been furnished by electronic mail by the E-Filing Portal System on this 19th day of November, 2018 to:

James V. Loboazzo, Esq.
McClure & Loboazzo
211 South Ridgewood Drive
Sebring FL 33870

jvlpleadings@mllaw.net
afila@mllaw.net

/s Mark A. Ebelini
Mark A. Ebelini

EXHIBIT A

18.50 REC
1.70
19.20

This Document Prepared By and Return to:
WITHOUT TITLE EXAMINATION BY
John Jay Watkins, Esquire
P.O. Box 250
LaBelle, Florida 33975
ACTUAL CONSIDERATION: \$1.00

Parcel ID Number: 33-46-25-00-00008.0000

Quitclaim Deed

This Quitclaim Deed, Made this 22nd day of December, 2011 A.D., Between
**BRENDA J. ANDERSON, AS SUCCESSOR TRUSTEE OF THE ELLEN W. PETERSON
REVOCABLE TRUST AGREEMENT DATED FEBRUARY 3, 2009**
of the County of **LEE**, State of **Florida**, grantors, and
HAPPEHATCHEE CENTER, INC.*

whose address is: **P.O. BOX 345, ESTERO, FL 33929**

of the County of **LEE**, State of **Florida**, grantees.

Witnesseth that the GRANTORS, for and in consideration of the sum of

-----**TEN DOLLARS (\$10)**----- DOLLARS,
and other good and valuable consideration to GRANTORS in hand paid by GRANTEES, the receipt whereof is hereby acknowledged, have
granted, bargained and quitclaimed to the said GRANTEES and GRANTEES' heirs, successors and assigns forever, the following described land, situate,
lying and being in the County of **LEE** State of **Florida** to wit:

**Begin at a point 165 feet East of the Southwest (SW) corner of the
Northeast (NE) quarter of the Northeast (NE) quarter of Section 33,
Township 46 South, Range 25 East, Lee County, Florida, thence East 165
feet, thence North 1320 feet, thence West 165 feet, thence South 1320
feet to the Point of Beginning.**

***As long as the land and buildings are used for the purposes stated
in the By-laws. If the land and buildings are not used for the
purpose stated in the By-laws, then the property shall be sold and
proceeds given to Save Our Creeks, Inc. Kevin Mouchou and Mitchell
Jacobs may reside on the property as long as it is used or owned by
Happehatchee Center, Inc., as stated above.**

To Have and to Hold the same together with all and singular the appurtenances thereunto belonging or in anywise
appertaining, and all the estate, right, title, interest, lien, equity and claim whatsoever of grantors, either in law or equity, for
the use, benefit and profit of the said grantees forever.

EXHIBIT A

Quitclaim Deed - Page 2

Parcel ID Number: 33-46-25-00-00008.0000

In Witness Whereof, the grantors have hereunto set her hands and seals the day and year first above written.

Signed, sealed and delivered in our presence:

Witness #1 Signature

Print Name: JOHN JAY WATKINS

Witness #2 Signature

Print Name: Nancy E. Perkins

Brenda J. Anderson (Seal)
BRENDA J. ANDERSON, AS TRUSTEE

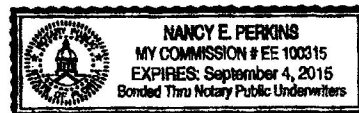
P.O. Address: P.O. Box 247
Pineland, FL 33945

STATE OF Florida
COUNTY OF Hendry

The foregoing instrument was acknowledged before me this 22nd day of December, 2011 by
BRENDA J. ANDERSON, AS SUCCESSOR TRUSTEE OF THE ELLEN W. PETERSON
REVOCABLE TRUST AGREEMENT DATED FEBRUARY 3, 2009
who is personally known to me or who has produced her **FLORIDA DRIVER'S LICENSE** as identification.

Nancy E. Perkins
Printed Name: Nancy E. Perkins
Notary Public

My Commission Expires:



BY-LAWS OF HAPPEHATCHEE CENTER, INC., A NON-PROFIT CORPORATION**ARTICLE ONE****NAME**

The name of this Corporation is Happehatchee Center, Inc.

ARTICLE TWO**LOCATION OF PRINCIPAL OFFICE**

The principal office for the transaction of business of this Corporation is to be located at 8791 Corkscrew Road, Estero, Florida 33928 in Lee County, Florida.

ARTICLE THREE**OBJECT AND PURPOSE**

The objects and purposes for which this Corporation is formed are:

Section 1: General Purposes

Happehatchee Center, Inc. is organized exclusively for charitable, religious, literary, educational, and scientific purposes, including for such purpose, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future United States Internal Revenue law or to organizations that contributions to which are deductible under section 170(c) of the Internal Revenue Code of 1986 or corresponding section of any future United States Internal Revenue law.

To exercise all of the powers enumerated in chapter 617, Florida statutes, as the same now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein enumerated which are not in derogation of the laws of the State of Florida or the United States of America; provided, however, that the Corporation, in exercising any one or more powers, shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code of the United States or any amendments or additions thereto.

The Corporation will not as a substantial part of its activities attempt to influence legislation and will not participate in or, intervene in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3) or by an organization, contributions to which are deductible under section 170(c)(2) or corresponding section of any future Federal Tax Code.

Section 2: Specific Purposes

Specifically, the main focus of the Corporation will be to establish and operate an educational and environmental conference center at its principal office for achieving its charitable aims. These will include sponsoring or hosting activities such as, but not limited to the following:

- a) Meditation and healing groups
- b) Instructional groups (e.g., healing methods such as Reiki)
- c) Workshops and seminars (e.g., Native American sweat lodges, Gather the Women Groups, Magnificence of Circle Learning Groups through Circle Connections)
- d) Research (e.g., on environmental sustainability and healing methods)
- e) Leadership training (e.g., for educational institutions such as Florida International University and for professional audiences such as mental health professional)
- f) Educational and psychological counseling and training
- g) Activities for children (e.g., Montessori activities focused on nature, teaching awareness, sensitivity and knowledge)
- h) Other activities congruent with its purpose.

In addition, Happehatchee Center, Inc. plans cooperative involvements with organizations such as the Coalition of Immokalee Workers and other similar social justice activities.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

ARTICLE FOUR

DURATION OF CORPORATE EXISTENCE

The corporate existence of this Corporation shall continue perpetually. Upon the dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all liabilities of the Corporation, shall dispose of all of its assets to one or more organizations then an exempt organization within the meaning of Section 501(c)(3) with the same purposes and intent to preserve the land located at 8791 Corkscrew Road, Estero, Florida. If this is not practicable, the land shall be distributed to Lee County 2020 Program or some like entity for a public purpose to be determined by the Circuit Court of Lee County, Florida.



ARTICLE FIVE

OFFICERS, BOARD OF DIRECTORS AND MANNER OF ELECTION

The Officers of the Corporation shall consist of a President, First Vice President, Second Vice President, Secretary, Treasurer, and other such Officers as may be provided for in the future. The powers, duties, terms of office and manner of election are as follows: The persons who are to serve as initial Officers are the same as the initial Board of Directors and are granted membership in the Corporation. The initial number of Officers and Directors of the Corporation is five (5). Only members of the Corporation will be its Directors and, upon being appointed a Director, will become a member. The powers, duties, terms of office and manner of election are as follows.

Section 1:

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall select issues for study, consensus and action which are consistent with the purposes. There shall not be less than three (3) Directors, nor more than nine (9). The Directors shall be members of the Corporation. The Directors shall be persons over the age of eighteen (18) who are interested in furtherance of the purposes of this Corporation. Directors and their qualifications, powers, and duties, method of election, and terms of office are as follows:

Subject to the provisions of the laws of this state and to any limitations in the Articles of Incorporation and these By-Laws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

The Directors shall have the power to alter, amend, repeal, or adopt new By-Laws. Amendments to the Articles of Incorporation and/or these By-Laws may be proposed by any Director and approved by an 80% vote of the Board of Directors.

Section 2:

It shall be the duty of the Directors to:

- a) Perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, or by these By-Laws.
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these By-Laws, prescribe the duties and compensation, if any, of all Officers of the Board of Directors and any employees of the Corporation.
- c) Supervise all Officers, agents, and employees of the Corporation to assure that their duties are performed properly

- d) Meet at such times and places as prescribed by these By-Laws. Any Director missing more than two (2) consecutive Board of Directors meetings, after receiving notice by certified mail of having missed two (2) consecutive meetings, may be removed by a unanimous decision of all of the other Directors. A quorum for conducting business at any meeting shall be defined as more than half of the Directors in attendance (or present by written Proxy given to another Director). One meeting per year will be designated as the Annual Meeting.
- e) Register their names and addresses with the Secretary of the Corporation, and notices of meetings mailed, emailed or faxed to them at such addresses shall be valid notices thereof, except in the case of possible removal of a Director due to missing meetings, which require a notice of having missed two (2) or more meetings being delivered by certified mail at least seven (7) days prior to the next scheduled meeting in which removal will be considered.

Section 3: Term of Office

Each Director shall serve successive on-year terms which will be automatically renewable unless he/she resigns. A Director may be removed at any time by an 80% vote of the entire Board of Directors. A qualified new Director may be elected at the Annual Meeting by an 80% vote of the Board of Directors. Officers will be elected by a majority vote of the Board of Directors at the Annual Meeting. In the event of a vacancy, acting Officers may be appointed by the President to serve until the election at the next Annual Meeting, subject to a majority of the Board of Directors' of Directors of Directors approval at the next regular meeting.

Section 4: Compensation

Directors shall serve without compensation except that they may be reimbursed for expenses incurred in the performance of their duties. However, Directors involved in extensive administrative duties, as well as activities promoted by or held at the Center, may be paid reasonable compensation for work provided in such capacity. Policies regarding compensation will be written and updated by the Board of Directors as the Corporation grows.

Section 5: Place of Meetings

Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board of Directors or at such other place as may be designated from time to time by resolution of the Board of Directors.

Section 6: Regular Meetings

Regular meetings of Directors shall be held at least four times a year on a date agreed to by a majority of the Board of Directors. If the Corporation makes no provision for members, then at a regular meeting held in September called the Annual Meeting, new Directors shall be elected by the Board of Directors. Voting shall be held by written ballot. Elections can occur at any Board of Directors meeting if there is a space available including meetings conducted over the Internet or VSC internet access.

Section 7: Special Meetings

Special Meetings of the Board of Directors may be called by the President, by any two Directors, or by any person authorized by the laws of this state to call Special Meetings. Such meetings shall be held at the principal office of the Corporation.

Section 8: Notice

Unless otherwise provided by the Articles of Incorporation, these By-Laws or by provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors.

- a) Regular meeting dates, including the next Annual Meeting, may be established by the Board of Directors for the following year at the Annual Meeting. No notice need be given of any regular meeting of the Board of Directors.
- b) Special Meetings: At least one week prior notice must be given by the Secretary of the Corporation to each Director of each Special Meeting. Such notice may be oral or written, emailed or given personally, by first class mail, by phone, or fax and shall state the time and place, date and time and the matters proposed to be acted upon. In case of notice by fax, the Director shall acknowledge personal receipt of the fax by return message or phone within 24 hours of the first transmission.
- c) Electronic Meetings and Proxies: Directors may participate in meetings of the Board of Directors by means of a conference call at which all participating members can hear each other at all times and participation by such means shall constitute presence in person. A Director may give a written signed Proxy for another Director to vote on his or her behalf at a meeting of the Board of Directors. The Proxy will be good for only one meeting and may not be used for constituting a quorum or as a substitution for the expected attendance at meetings.
- d) Waiver of Notice. Whenever any notice of meeting is required, a waiver of notice in writing signed by the Director, whether before or after the meeting shall be the equivalent to the giving of such notice.

Section 9: Quorum for Meetings

A majority of the members present shall constitute a quorum.

Section 10:

Every act or decision made by a majority of the Directors present at a meeting duly held is the Act of the Board of Directors unless the Articles of Incorporation, the By-Laws or provisions of the law require a greater percentage or different voting rules for approval of a matter by the Board of Directors.

Section 11: Conduct of Meetings

Roberts Rules of Order shall be the parliamentary authority for all matters not specifically covered by the By-Laws.

Meetings of the Board of Directors shall be presided over by the President or in his/her absence, the First Vice President.

Section 12: Vacancies

Vacancies shall exist (1) on the death, resignation, or removal of any Director and (2) whenever the number of authorized Directors is increased. Any Director may resign by giving written notice to the President or Secretary unless the Board of Directors specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director in charge of its affairs, except upon notice to the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. Attending less than two meetings in a year, unless specifically excused, is grounds for removal from office.

Unless otherwise prohibited by the Articles of Incorporation, these By-Laws or provision of law, vacancies on the Board of Directors may be filled by approval of the Board of Directors. A person elected to fill a vacancy shall hold office until the next election.

Section 13: Non-Liability of Directors

The Directors shall not personally be liable for the debts, liabilities or other obligations of the Corporation.

Section 14: Indemnification by Corporation of Directors and Officers

The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

Section 15: Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of the Corporation (including a Director, Officer, employee or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these By-Laws or provisions of law.

Section 16: Duties of Officers**President**

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors supervise and control the affairs and the activities of the Corporation and the activities of the Officers. He/she shall perform all duties incident to the office and other such duties as may be required by law, by the Articles of Incorporation or these By-Laws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically named as Chairperson by the Board of Directors, the President shall preside at all meetings and shall in the name of the Corporation execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors

First Vice President

The First Vice President shall in the absence of the President, or in the event of her/his inability to act, perform all duties of the President, and when so acting shall hold all the powers and be subject to the restrictions on, the President. The First Vice President shall have other powers and perform other duties as may be prescribed by the Board of Directors.

Second Vice President

The Second Vice President shall in the absence of the First Vice President, or in the event of her/his inability to act, perform all duties of the First Vice President, and when so acting shall hold all the powers and be subject to the restrictions on, the First Vice President. The Second Vice President shall have other powers and perform other duties as may be prescribed by the Board of Directors.

Secretary

The Secretary shall:

- a) Certify and keep at the principal office of the Corporation the original or, a copy of these By-Laws as amended or otherwise altered to date.
- b) Keep at the principle office of the Corporation or at such other place as the Board of Directors may determine, a book of minutes of all meetings of the Directors, and if applicable of meetings of committees or members, recording therein the time, date, and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c) See that all notices are given in accordance with provisions of these By-Laws or as required by law.
- d) Be custodian of the records and the seal of the Corporation and affix the seal as authorized by law or these By-Laws to duly executed documents of the Corporation.

- e) If membership is authorized by the Board of Directors, keep at the principle office a membership book containing the name and address of each member and in the case share the membership has been terminated, he/she shall record such fact and the date of termination.
- f) Exhibit at all reasonable times to any Director, or to his or her agent or attorney on request, the By-Laws, the membership book and the minutes of the meetings of the Directors of the Corporation.
- g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, the Articles of Incorporation, or by these By-Laws or which may be assigned to her/him.

Treasurer

The Treasurer shall:

- a) Be responsible for ensuring the financial reports are brought to Board of Directors meetings, that the records are up-to-date and that no problem areas are indicated.
- b) Periodically check that all financial records of the agency are in order.
- c) Be signatory on all accounts.
- d) Keep and maintain adequate and correct accounts of all the properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- e) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, his agent or attorney on request thereof.
- f) Render to the President and Directors, whenever requested an account of transactions as Treasurer and of the financial condition of the Corporation.
- g) Prepare, or cause to be prepared and certify, or cause to be certified the financial statements to be included in any required reports
- h) In general, perform all duties as may be required by law, by the Articles, or these By-Laws, or which may be assigned from time to time by the Board of Directors.

ARTICLE SIX**OFFICERS**

The initial Officers of the Corporation are:

Ellen W. Peterson, President	8791 Corkscrew Road Estero FL 33928
Ann Smith, 1 st Vice President	14524 Sterling Oaks Naples FL 34110
Harris Friedman, 2 nd Vice President	1255 Tom Coker Road LaBelle FL 33935
Nancy G. Ehat, Secretary	11550 Woodmount Lane Estero FL 33928
Genelle Grant, Treasurer	6640 Bright Road North Fort Myers FL 33917

ARTICLE SEVEN**COMMITTEES****Section 1: Executive Committee**

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of a majority of Board of Directors members and may delegate to such a committee the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, to the extent permitted, and except as may be otherwise be provided by provision of law. By a majority vote the Board of Directors may at any time revoke or modify any or all of the executive authority so delegated, increase, decrease, but not below two (2) the number of members of the Executive committee, and fill vacancies on the Executive committee from members of the Board of Directors. The Executive committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Directors from time to time as the Board of Directors may require.

Section 2: Audit Committee

The Board of Directors shall appoint a committee to audit the accounts of the Corporation. The committee shall report to the Board of Directors at the meeting immediately following the Annual Meeting

Section 3: Nominating Committee

The Board of Directors shall appoint a nominating committee to propose candidates to replace or add Directors or Officers. The nominating committee shall present its slate to the Board of Directors at its meeting immediately preceding the Annual Meeting.

Section 4: Other Committees

The Corporation shall have from time to time such committees as may be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board of Directors and shall act in an advisory capacity to the Board of Directors.

Section 5: Meetings and Actions of Committees

Meetings and actions of committees shall be governed by, noticed, held and taken in accordance with these By-Laws concerning meetings of the Board of Directors, with such changes in the context of such By-law provisions as are necessary to substitute the committee and its members for the Board of Directors and its members except that the time for regular and special meetings of the committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such are not inconsistent with provisions of these By-Laws.

ARTICLE EIGHT**FINANCIAL ADMINISTRATION, EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

The Board of Directors shall establish the Corporation's fiscal year. The Board of Directors has the authority to open bank accounts and regulate withdrawal there from. Unless otherwise specified, all monies received will be deposited with the Treasurer who will keep all financial records and report at each meeting.

The Board of Directors may authorize committees or persons in charge of special events to make expenditures for related purposes out of monies designated in connection with such activities. Periodically the balance should be passed to the Treasurer accompanied with a statement showing the full amount of receipts and details of disbursements. The Treasurer may make advances to committees or persons when authorized by the Board of Directors.

Section 1: Execution of Instruments

The Board of Directors, except as otherwise provided in these By-Laws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances. Unless duly authorized, no officer, agent, or

✓
employee shall have any power or authority to bind the Corporation by any contract or engagement to pledge its credit or to render it liable monetarily for any purpose for any amount.

Section 2: Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law checks, drafts, promissory notes, orders for payment of money and other evidence of indebtedness of the Corporation shall be signed by the President and the Treasurer. In case of emergency, either signature will suffice. The Treasurer will also be signatory on the accounts.

Section 3: Deposits

Funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors or President may direct.

Section 4: Gifts

The Board of Directors may accept on behalf of the Corporation any gift, bequest, or device for the non-profit purposes of this Corporation.

ARTICLE NINE

CORPORATE RECORDS, REPORTS, AND SEAL

Section 1: Maintenance of Corporate Records

The Corporation shall keep at the principal office:

- a) Minutes of all meetings of Directors, committees of the Board of Directors and, if this Corporation has members, of all meetings of members indicating the time and place of the holding of such meetings, whether regular or special, how called, the notice given and the names of those present and the proceedings thereof.
- b) Adequate and correct books and records of account, including accounts of its properties and business transaction and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by any membership.
- d) A copy of the Corporation's Articles of Incorporation and By-Laws as amended to date, which shall be open to inspection by the members, if any, of the Corporation at all reasonable times during office hours.

Section 2: Corporate Seal

The Board of Directors may adopt, use and at will alter, a Corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however shall not affect the validity of any such instrument.

Section 3: Directors' Inspection Rights

Every Director shall have the absolute right to inspect and copy all books and documents of every kind and to inspect the physical property of the Corporation and shall have other such rights to inspect the books, records and properties of this Corporation as may be required under the Articles, By-Laws, and other provisions of law.

Section 4: Members Inspection Rights

If this Corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member.

- a) To inspect and copy and record all members names, addresses, and voting rights at reasonable times, upon written demand on the Secretary of the Corporation, which demand shall state the purpose for which the inspection rights are requested.
- b) To obtain from the Secretary upon written demand and payment of a reasonable charge to the Secretary of the Corporation, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors
- c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members of the Board of Directors or committees of the Board of Directors. Upon written demand of the Secretary by the member for a purpose reasonably related to such person's interests as a member

Section 5: Right to Copy and Make Extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and this right shall include the right to copy and make extracts.

Section 6: Periodic Report

The Board of Directors shall cause any annual or periodic report required under law to be delivered to an office of this state or to the members, if any, of this Corporation to be prepared and delivered within the time limits set by law.

ARTICLE TEN**IRS 501(c)(3) TAX EXEMPTION PROVISIONS****Section 1: Limitations on Activities**

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions of these By-Laws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the IRS or (b) by a corporation, contributions to which are deductible under 170(c)(2) of the IRS.

Section 2: Prohibition Against Private Inurement

No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to its members (if any), Directors, Officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

Section 3: Distribution of Assets

Upon the dissolution of this Corporation, its assets remaining after payment or provision for payment, of all debts and liabilities shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the IRS and the real estate shall be distributed by the circuit court to the Lee County 2020 program for preservation or some like public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE ELEVEN**AMENDMENT OF BY-LAWS****Section 1: Amendment**

Subject to the power of Directors of this Corporation in accordance with the Articles of Incorporation the By-Laws may be altered, amended, or repealed and new By-Laws adopted by approval of the Board of Directors

ARTICLE TWELVE

CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these By-Laws and the Articles of Incorporation, provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these By-Laws be held unenforceable or invalid for any reason, the remaining provisions and portions shall be unaffected by such holding.

All references in these By-Laws to a section or sections of the Internal Revenue Code shall be to such sections of that Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

NO6000012464

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

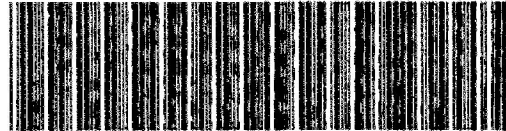
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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06 DEC -5 PM 12: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE DEC -6 2006

COVER LETTER

Department of State
 Division of Corporations
 P. O. Box 6327
 Tallahassee, FL 32314

SUBJECT: Hatchatchee Center, Inc.
 (PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
 Filing Fee

☐ \$78.75
 Filing Fee &
 Certificate of
 Status

☐ \$78.75
 Filing Fee
 & Certified Copy

☒ \$87.50
 Filing Fee,
 Certified Copy
 & Certificate

ADDITIONAL COPY REQUIRED

FROM: Ellen W. Peterson
 Name (Printed or typed)

8791 CORNSHAW RD.
 Address

ESTERO, FL 33928
 City, State & Zip

239-992-5455
 Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
Of
Happehatchee Center, Inc.

FILED
06 DEC -5 PM 12: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article ONE
NAME

The name of the corporation shall be:
Happehatchee Center, Inc.

Article TWO
LOCATION OF PRINCIPAL OFFICE

The principal office of the corporation is at 8791 Corkscrew Rd. Estero, Fl. 33928
The principal office may be changed from time to time by the Directors of the Corporation. (Mailing address P.O .Box 345 Estero, Fl. 33928)

Article THREE
PURPOSE

Said organization is organized exclusively for charitable, religious, literary, educational, and scientific purposes, including for such purpose, the making of distributions to organizations that qualify as exempt organizations section 501(c)(3) of the Internal revenue code of 1986 or corresponding section of any future United States Internal Revenue law or to organizations that contributions to which are deductible under section 170(c) of the Internal Revenue Code of 1986 or corresponding section of any future United states Internal Revenue law

To exercise all of the powers enumerated in chapter 617, Florida statutes, as the same now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein enumerated which are not in derogation of the laws of the State of Florida or the United States of America; provided, however, that the Corporation , in exercising any one or more powers, shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501)c)(30 of the Internal Revenue code of the U.S.A. or any amendments or additions thereto.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

The organization will not as a substantial part of its activities attempt to influence legislation and will not participate in or, intervene in any political campaign on behalf of any candidate for public office. The organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) or by an organization, contributions to which are deductible under section 170(c)(2) or corresponding section of any future federal tax code.

Article FOUR DURATION OF CORPORATE EXISTENCE

The corporate existence of this Corporation shall continue perpetually

Article FIVE Officers, Board of Directors and Manner of Election

1. The Affairs of the corporation shall be managed by its Board of Directors. There shall not be less than three (3) Directors. The directors shall be members of the Corporation. The number of Directors and their qualifications, powers and duties, method of election and terms of office shall be set forth in the By-laws of the Corporation. The Board of Directors shall provide access to groups with purposes consistent with those stated above.

Directors shall be persons over the age of eighteen (18) who are interested in the furtherance of the purposes of this Corporation.

2. The initial officers of the Corporation shall consist of a President, First Vice President, Second Vice President, Secretary, Treasurer, and other such officers as may be provided for in the By-Laws of the Corporation. The powers, duties, terms of office and manner of election shall be set forth in the Bylaws.

The persons who are to serve as the initial officers are the same as the initial Board of Directors.

3 .The directors shall have the power to alter, amend, repeal, or adopt new By-Laws.

4.Amendments to these Articles of Incorporation may be proposed by any Director and approved by 80% of the Board.

Following are the names and residences of the persons appointed to act as Directors until their successors are elected and qualified.

Ellen W. Peterson, President 8791 Corkscrew road
Estero, Fl.33928

Ann Smith, 1st Vice President 14524 Sterling Oaks
Naples, Fl. 34110

Harris Friedman ,2nd Vice President 1255 Tom Coker Rd.
Labelle, Fl. 33935

Nancy Ehat, Secretary 11550 Woodmount Lane
Estero, Fl. 33928

Genelle Grant, Treasurer 6640 Bright Rd.
North Fort Myers, Fl. 33917

Article SIX DISSOLUTION

Upon the dissolution of the organization, the Board of Directors, after paying or making provision for the payment of all liabilities of the corporation, shall dispose of all of its assets to one or more organizations then an exempt organization within the meaning of section 501(C)(3)with the same purposes and intent to preserve the land located at 8791 Corkscrew Road. If this not be practicable the land shall be distributed to Lee County 2020 program or some like entity or for a public purpose to be determined by a Court of Competent Jurisdiction of Lee County.

**Article SEVEN
REGISTERED AGENT**

Ellen W. Peterson

FILED
06 DEC -5 PM 12: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above cited Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.

Ellen W. Peterson 8791 CORKSCREW RD ESTER, FL 33928
Ellen W. Peterson

INCORPORATORS

In witness thereof, we have here unto subscribed our names this _____ day of _____

Ellen W. Peterson

Ellen W. Peterson

Ann Smith

Ann Smith

Harris Friedman

Harris Friedman

Nancy Ehat

Nancy Ehat

Genelle Grant

Genelle Grant

STATE OF FLORIDA
COUNTY OF LEE

Before me, the undersigned authority, personally appeared Ellen W. Peterson, Anne Smith, Harris Friedman, Nancy Ehat and Genelle Grant, known by me (or who produced identification) to be the persons described in and who subscribed her/his name to the foregoing ARTICLES OF INCORPORATION, and who acknowledged before me that he/she executed the said Articles of Incorporation for the uses and purposes therein expressed.

Witness my hand and official seal in the aforesaid county and State this 28 day of Nov. 2006

My commission expires

Karen Cartwright 11/29/06
NOTARY PUBLIC

Se. DC for all

Revision to Revocable Trust Agreement
Dated Feb. 3, 2009
Revised September 30, 2011

I, Ellen Peterson, of 8791 Corkscrew Road, Estero, FL 33928, do hereby make, publish, and declare the following modifications to my Revocable Trust Agreement dated Feb. 3, 2009 ("Trust Agreement"), including but not limited to the terms on Page 4a and 4b. Terms in this Revision shall be determinative and control to the extent that any are inconsistent with terms in the Trust Agreement. If necessary to effectuate the terms herein, the Trust Agreement terms that are not inconsistent with terms herein are incorporated into this document by reference as if laid out in full herein.

First, I declare that all of my just debts including the expenses of my last illness and cremation by Harvey Englehart Funeral Home (already paid for) be paid as soon as practical after my death.

Second, I declare that two going away celebrations be held after my death, one in Estero at the Hapnehatchee Center, and the other at Fisheating Creek at the Memorial Tree (Donnie's Tree) with ashes sprinkled at both. Both shall be gala events with invitations published in local newspapers. I hereby set aside \$10,000 for these events.

Third, after the above, I direct the following cash gifts be made. If money is insufficient for these gifts, then they shall be abated by the same percentage.

To my niece, Rhonda Romano, the sum of \$10,000.

To my nephew, James Davis, the sum of \$10,000.

To my friend, Brenda Anderson, the sum of \$50,000.

To my friend, Karen Cartwright, the sum of \$50,000.

Fourth, to the Hapnehatchee Center, Inc., the land at 8791 Corkscrew Rd., Estero, FL, as long as the land and buildings are used for the purposes stated in the By-laws. If the land and buildings are not used for the purpose stated in the By-laws, then the property shall be sold and proceeds given to Save Our Creeks, Inc. Kevin Mouchou and Mitchell Jacobs may reside on the property as long as it is used or owned by Hapnehatchee Center, Inc., as stated above.

Fifth, to Save Our Creeks, Inc., the land and buildings at Main Street, Palmdale, Florida (Fisheating Creek) to be used to support programs devised to take advantage of Fisheating Creek for the environment, education or retreats, allowing Greg Johnson to be caretaker and live there. If the decision is made that this real estate cannot be used for such purpose, it shall be used by Save Our Creeks, Inc., to provide public access to the Creek. Greg Johnson shall retain a life estate in this

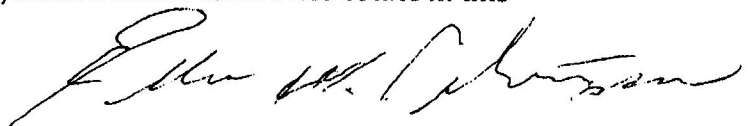


Exhibit 1

Page 2

9/30/11 – Peterson Revocable Trust Revised

property so long as he uses it as a residence.

Sixth, the land on Ellis Road on the Orange River shall be sold, with Brenda Anderson having the first option to purchase the land. Proceeds of the sale shall be first applied to fulfilling the cash gifts set out herein.

Seventh, to Michell Jacobs, the car registered under the name of Fisheating Creek.

Eighth, to Kevin Mouchou, the boat with motor and trailer.

Ninth, I also hereby revise page 4b of the Revocable Trust Agreement dated Feb. 3, 2009, meaning and intending to include all persons participating in the Moon Circle and not just those named, as referenced in the sentence, "The remainder of my property shall be distributed at a meeting of any of the Moon Circle who care to be there."

Tenth, the rest, residue and remainder of my property and trust, whether real or personal property, I give and devise to Happehatchee Center, Inc., with the same provisions as listed above.

Dated this 30 day of September, 2011.

Ellen W. Peterson
Ellen W. Peterson

Patty Barker Whitehead
Witness, Address:

Mitch Jacobs (Mitch Jacobs)
Witness, Address:

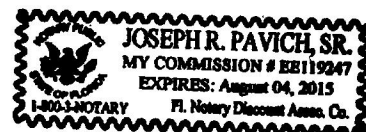
I hereby certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Ellen Peterson to me known or identification provided, and executed the foregoing document and acknowledged before me that she executed the same freely and voluntarily for the purposes herein expressed.

WITNESS MY HAND AND SEAL this 30th day of September, 2011.

Joseph R. Pavich, Sr.
Notary

My Commission Expires:

Form of identification: *personally known*





McCLURE & LOBOZZO

ATTORNEYS AT LAW

211 South Ridgewood Drive
Sebring, Florida 33870

JOHN K. McCLURE
JAMES V. LOBOZZO, JR.
DAVID F. SCHUMACHER

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Fax: (863) 402-2436
www.mllaw.net

Email jlobozzo@mllaw.net

VIA BOTH EMAIL CWHITTINGTON@GFPAC.COM AND REGULAR U. S. MAIL

May 17, 2018

Charles C. Whittington, Esq.
Grant, Fridkin, Pearson P.A.
5551 Ridgewood Drive #501
Naples, FL 34108

RE: *Save Our Creeks*

Dear Charles:

As we have discussed, I represent Save Our Creeks, Inc. concerning that correspondence from your client, Conservancy of Southwest Florida, in reference to my client's interest under that certain Quit Claim Deed dated December 22, 2011, between Brenda J. Anderson as Successor Trustee of the Ellen W. Peterson Revocable Trust Agreement dated February 3, 2009, Grantor, and Happehatchee Center, Inc., Grantee.

It is my client's position that the intent of the Grantor of said deed, conveyed the property to Happehatchee Center, Inc., pursuant to the directives of Ellen W. Peterson, the Grantor of the Ellen W. Peterson Revocable Trust Agreement. It was Ms. Peterson's intent that the property conveyed in said deed be used by Happehatchee Center, Inc. for the specific purposes cited in Section 2 of Happehatchee's By-Laws. Once Happehatchee discontinued said use, the property was to be sold and the proceeds paid to Save Our Creeks, Inc.

Therefore, Happehatchee Center, Inc. is precluded from transferring any interest in the property to your client Conservancy of Southwest Florida. Any such transfer would trigger that provision of the deed requiring a sale of the property and payment of the proceeds to my client.

The property has significant value, and the \$10,000.00 offered by the Conservancy is considered an inadequate consideration.

If you wish to discuss the matter further, please give me a call or send me an email. Your attention to this matter is appreciated.

Yours truly,

James V. LoboZZo, Jr.

James V. LoboZZo, Jr.

(electronically signed to avoid delay)

JVL:cg

Save our Creeks, Inc. via email

Genelle G. Grant, President, Happehatchee Center, Inc.

by both regular and CMRRR

Committed to Quality Representation